

**WRITTEN CONSENT OF
THE MEMBERS OF PEARL RESOURCES LLC AND PEARL RESOURCES
OPERATING CO. LLC
March 2, 2020**

The undersigned, constituting the sole member (the "Member") of Pearl Resources LLC and Pearl Resources Operating Co. LLC (each entity, a "Company" and together, the "Companies"), hereby consent, pursuant to the relevant law, to the adoption of the resolutions set forth below, effective as of the date set forth above unless otherwise indicated below:

WHEREAS, as a result of the financial condition of the Companies, the Companies have engaged counsel and financial advisors to provide advice to the Companies regarding the Companies' obligations to their respective creditors, equity holders, employees and other interested parties;

WHEREAS, the Companies have reviewed and considered, among other things, the advice of their counsel and financial advisors and have considered the options available to the Companies, and have determined that, in their business judgment, it is advisable and in the best interests of the Companies, their creditors, equity holders, employees and other interested parties that each Company voluntarily file a petition (a "Petition") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") under the Small Business Reorganization Act of 2019;

NOW THEREFORE, it is hereby:

RESOLVED, that the filing by each Company of its Petition, in the United States Bankruptcy Court for the Southern District of Texas (the "Bankruptcy Court"), substantially in the form previously presented to the Companies, is hereby approved, confirmed and adopted in all respects; and it is further

RESOLVED, that each of the officers of the Companies, including any president, vice president, chairman, managing director, executive vice president, chief executive officer, chief financial officer, chief operating officer, treasurer, secretary or assistant secretary (each of the foregoing, individually, an "Authorized Officer" and, together, the "Authorized Officers") be and they hereby are authorized, empowered and directed to execute and file a Petition on behalf of each Company in order to seek relief under chapter 11 of the Bankruptcy Code in the Bankruptcy Court; and it is further

RESOLVED, that each of the Authorized Officers be and hereby is authorized, empowered and directed, in the name and on behalf of the Companies, to execute and file all petitions, schedules, motions, lists, applications, pleadings, declarations,

affidavits and other papers as required to accompany the Petitions or seek entry of first day orders, and, in connection therewith, to employ and retain assistance of legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that they deem necessary, proper or desirable in connection with, or in furtherance of, the Petitions, or the Bankruptcy Cases, with a view to the successful prosecution of such cases; and it is further

RESOLVED, that the Companies are authorized to employ the law firm of Hawash, Cicack & Gaston LLP as bankruptcy counsel to render legal services to, and to represent, the Companies in the Chapter 11 Cases and in any and all related proceedings, subject to Bankruptcy Court approval; and it is further

RESOLVED, that each of the Authorized Officers be and hereby is authorized, empowered and directed to retain on behalf of the Companies such other professionals as they deem necessary, appropriate or desirable, upon such terms and conditions as they shall approve, to render services to the Companies in connection with their Bankruptcy Cases and with respect to other related matters in connection therewith, subject to Bankruptcy Court approval, if required; and it is further

RESOLVED, that each of the Authorized Officers be and hereby is authorized, empowered and directed, as the Directors so previously authorized, empowered and directed, in the name of each Company, to cause each Company to, as applicable, to enter into, execute and deliver all documents and take all actions necessary, proper or desirable to consummate the transactions contemplated by Chapter 11 and to effectuate the foregoing, cause each Company to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements, and all other documents, agreements, or instruments as may be deemed necessary or appropriate by the Authorized Officers or otherwise described in or contemplated by any transaction documents; and it is further

RESOLVED, that each of the Authorized Officers be and hereby is authorized to make, execute, file and deliver any and all consents, certificates, documents, instruments, amendments, papers or writings as may be required in connection with or in furtherance of any of the foregoing, and to do any and all other acts necessary or desirable to effectuate the foregoing resolutions, the execution and delivery thereof by such Authorized Officer(s) to be deemed conclusive evidence of the approval by the Members of the terms, provisions and conditions thereof; and it is further

RESOLVED, that any and all past actions heretofore lawfully taken by any officers, directors, members or any authorized persons acting under similar authority, as the case may be, of the Companies in the name and on behalf of the Companies in furtherance of any or all of the preceding resolutions are hereby ratified, confirmed, adopted and approved in all respects.

IN WITNESS WHEREOF, the undersigned Member of the applicable Company have duly executed this Written Consent as of the date first written above.

Myra A. Dria, as the sole member Pearl Resources LLC

Myra A. Dria
By: /s/ Myra A. Dria
Name: Myra A. Dria

Pearl Resources, LLC, as the sole member of Pearl Resources Operating Co. LLC

Myra A. Dria
By: /s/ Myra A. Dria
Name: Myra A. Dria
Title: Sole Member of Pearl Resources LLC